## Dawn Bronson 3/24/2021

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UNITED STATES DISTRICT COURT
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                                                                  APPEARANCES (All appearing remotely):
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           SOUTHERN DISTRICT OF NEW YORK
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                                                                  For the Plaintiff:
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   SECURITIES AND EXCHANGE
   COMMISSION,
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                                                                      UNITED STATES SECURITIES AND EXCHANGE COMMISSION
           Plaintiff.
                                                                6
                                                                      BY: MAUREEN PEYTON KING, ESQUIRE
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                     ) Case No.:
                     ) 12-CV-6421-KMK
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                                                                         CHRISTOPHER J. DUNNIGAN. ESQUIRE
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                                                                      New York Regional Office
   EDWARD BRONSON, et al.,
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           Defendants.
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             REMOTE DEPOSITION OF
                                                               14
                                                                           dunnigancj@sec.gov
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               DAWN BRONSON
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14
           Wednesday, March 24, 2021
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                                                                  For the Defendants:
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                                                                       PAUL A. RACHMUTH. ESQUIRE
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   Reported by:
                                                               23
   BRİDGET LOMBARDOZZI.
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   CSR, RMR, CRR, CLR
   Job No. 210324BLO
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                                                                       BY MS. KING
    COMMISSION,
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            Plaintiff,
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                      ) Case No .:
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                       ) 12-CV-6421-KMK
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          Deposition of DAWN BRONSON taken
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    remotely on behalf of Plaintiff, commencing at
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                                                               17
    11:56 a.m. and ending at 2:47 p.m., EST, on
                                                                             NO BATES, 11 pages
    Wednesday, March 24, 2021, before Bridget
                                                               18
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    Lombardozzi, CCR, RMR, CRR, CLR, and Notary
                                                               19
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    Public of the States of New York and New Jersey,
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                                                                             Condition as of 3/30/20
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    pursuant to notice.
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- 1 do it. You know, I'm going to try. I have the salt. It's a saltwater pool. So I'm going to give it a shot and we'll see. Hopefully when we take off the cover, it's not that bad.
- 5 Q. Okay. Are there any expenses for your children other than what we've already 7 discussed?
  - **A.** Any expenses for them?
  - Q. Yeah. Video games --
  - A. Video games --(Indiscernible cross talk; reporter
- 12 requests one speaker.)
- 13 **Q.** Sorry.

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- 14 A. Sorry. Video games, yes. Yes. They 15 buy video games. My youngest, with Apple, he --16 I don't know what they do. He must have bought 17 a subscription and hit it once, twice. So I 18 recently, you know, took control over that and I 19 had to cancel the card because I couldn't figure
- 20 out whose cloud it was on, so I just canceled 21 the credit card. It was easier to do that than
- 22 to go through all their iClouds and figure out
- 23 who subscribed to all those, you know, videos or
- 24 whatever it is they do. I don't really know
- 25 much about their video game.

- 1 give -- you know, if he goes to the bank and he has a little cash and I'm running out with the
- kids and I have no cash on me, he will give me
- \$100 or \$200, like that, and then not take it
- 5 back when I try to pay him. That sort of thing.
  - **Q.** Understood.
- And do you -- in terms of, like, when 7 8 you run out, you mentioned cash. Do you also use debit or credit cards?
- 10 A. No, we don't -- I don't have any -- we 11 have any credit cards.
- 12 Q. Okay.

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- A. Debit cards, yes. I use my debit 13 card. I never use cash. I actually use the debit card for everything.
- 16 Q. Okay. What bank do you use? What bank is your debit card from? 17
  - **A.** Wells Fargo.
  - Q. Okay. Any others?
- A. Yes, I do. I have another bank 20
- 21 account, I keep a small amount of money in
- there, that I had opened so that the kids would
- 23 use that account for their gaming, which never
- 24 happened. That is -- who is that with? Not

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25 Wells Fargo. Webster. I'm sorry. Webster.

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- **Q.** Got it. A. I don't love it.
- **Q.** Understood.
- Do you pay any expenses for any other family member?
- **A.** Any other -- my dad lives with us, yes. So it's -- you know, if he needs something, I'll write a check for his insurance,
- 9 his life insurance stuff that he has. That's
- 10 really it. I mean, if he needs it, if I'm out 11 at the store, you know, and he has a list. I
- 12 buy his groceries and I don't take money for
- 13 him, but he does the same when he goes to the 14 store. So, yeah.
- **Q.** Okay. Does he also contribute 16 financially to your household?
- A. He does. I mean, he doesn't -- he doesn't pay rent. He doesn't give us money for 18 19 food, but when we needed money, he would, yes. 20 Absolutely. He doesn't have a lot, so he would 21 help out as much as he can. That's about it.
- 22 **Q.** But, like, does he -- for example, 23 like, monthly, does he contribute monthly to the 24 household or is it just sort of ad hoc?
  - **A.** No, it's not monthly, but he'll

Q. Got it.

And is that essentially what that account is for?

A. That's what -- yeah. I keep \$400, \$500 in there a month, yes. And I'll use it if 5

I'm out if I need to, yeah. 6 **Q.** Okay. And do you use any entity

7 accounts to pay your expenses? 8

- A. The business debit cards? Is that the 9 10 question? 11
  - Q. Yes.
- 12 A. Yes. If I'm out and I -- yes.
- 13 Q. Okay. So you have personal Wells
- Fargo and a Webster account. And then what 15 businesses do you have accounts for that you use
- 16 for personal expenses?
- 17 A. V2IP was used in the past for, you
- 18 know -- not so much -- yeah, I guess so. If I had it on me, I would use it for personal. 19
- 20 Staples. I'd use it at Staples. I'd use it at
- 21 FedEx, you know, when we ship. Things like 22 that.
- 23 Q. Okay. Do you use any other entity 24 accounts for your household expenses?
  - A. No, just the ones -- I use V2IP. I

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- use my personal. And I'll use Top Knot if -you know, if I have that card on me.
- 3 Q. Okay. Top Knot, Inc. or Top Knot USA
- 5 A. Top Knot, Inc., yeah. I don't think there's -- yeah. There's one account.
  - Q. Okay.
  - **A.** Yeah.

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- 9 Q. Okay. And approximately how much do 10 you -- how much of your personal expenses are paid for through V2IP and Top Knot? 11
- 12 A. Oh, gosh. Off the top of my head -- I 13 don't know that off the top of my head.
- 14 Q. Okay. Can you estimate? I mean, is 15 it, you know, \$1,000 a month? \$10,000 a more? 16 \$30,000 a month?
- 17 **A.** Yeah, no, it's not that high. I don't 18 want to say something and it's not the right 19
  - MR. RACHMUTH: Don't guess if you don't know.
- 22 A. I don't know. Yes, I don't know.
- 23 Q. Okay. Do you have any other financial 24 accounts? So securities accounts or any other
- 25 accounts?

- 1 **A.** I don't remember. Yeah, I don't remember.
- 3 **Q.** Okay. Do you still get statements for 4 that account?
  - A. No.

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- **Q.** When did you stop getting statements for the Scottsdale Capital account?
- 8 A. You know, I don't know. I don't know 9 the date.
- 10 Q. Okay. Do you know the year?
  - **A.** 2016. I would say it was 2016, yeah.
- 12 Q. Okay. Let's talk about your -- I'm
- 13 going to shift gears for a minute.
- 14 Can you tell me the highest level of education you've achieved?
  - A. I graduated from high school.
- 17
- Q. Okay.A. That's it.
- 19 **Q.** When and where?
  - A. I graduated -- gosh -- Franklin K.
- 21 Lane High School in --
- 22 **Q.** You can estimate. That's fine.
- 23 A. Oh, my goodness. 19 -- that's
- 24 terrible. 1993 I think or '90. I can't even
- 25 believe that I don't remember that. Yes, around

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- **A.** No, I don't. 1 2 Q. Okay. Do any -- does V2IP or Top Knot have any securities accounts?
  - **A.** Not that I know of.
- 5 Q. Okay. Did V2IP ever have a Scottsdale Capital account? 6
  - **A.** They did, yes. Yes.
  - Q. Okay. Does V2IP still have a
- Scottsdale Capital account? 9
- 10 A. I don't know that. Not that I know of. I don't think so. 11
- **Q.** Okay. When is the last time you were 13 aware that there was a Scottsdale Capital 14 account for V2IP?
  - **A.** It was in 2016.
- 16 Q. Okay. And did you have access to the 17 Scottsdale trading account?
  - **A.** I did, yes, during 2016, part of 2016.
- 19 **Q.** Did anyone else have access to the
- 20 Scottsdale trading account for V2IP in 2016?
- 21 A. It was just me in 2016.
- 22 Q. Okay. Did you close the account?
- A. I did not close the account, no. I 23
- 24 don't know if the account was ever closed.
- 25 Q. Okay.

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- **Q.** Is early '90s fair?
- **A.** Yeah, that's perfect. Yes.
- Q. Okay. And that's fine. As long as
- 5 you're comfortable with it, that's fine with me.
  - A. Yes.
- 7 **Q.** Okay. Okay. And have you taken any other courses or --
- A. Yes, I have. I have taken courses. I 9
- 10 did -- I took an 18-month course. It was like
- a -- I guess you would call it like a
- secretarial school for computers and PowerPoint.
- Sorry about that. And that was -- let me think 13
- 14 of the year. '97? 1997? '98?
- 15 **Q.** Okay. Can you list for me the names of all of your entities? 16
- 17 **A.** All of my entities?
- Q. Yes.A. V -- Baby China Products, V2IP. Top 19
- 20 Knot was set up. Ed did all the -- I don't know
- 21 if he did them or he had the attorney do them,
- 22 but that's all of them.
- 23 Q. Okay. I'm sorry, when you say "he,"
- 24 who do you mean?
  - **A.** Let me just help you out. One second.

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- **Q.** Sure. Sure. Take your time.
- **A.** Sorry about that.
- 3 **Q.** Not at all. That's fine.
  - A. I'm sorry. Can you repeat that?
- 5 Q. Sure. I understood you to say you don't know if "he" did them in connection with 7 incorporating Top Knot. I just wanted to know 8 who you meant.
- 9 **A.** Oh, I'm sorry. My husband, Edward. 10 Yeah, Edward. I'm not sure if he did it or he had the attorney incorporate them. 11
- Q. But as far as you understand, is Top 12 Knot your company? 13
  - **A.** Right. Right.
- 15 **Q.** Okay. And is that Top Knot, Inc. or 16 Top Knot USA?
  - A. You know, I don't even --
- 18 **Q.** Or both.

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- 19 **A.** Both were -- I don't even -- honestly,
- 20 I don't know. I really -- I don't know. I
- don't want to answer -- I'm not sure. I don't 21 22 have that in front of me.
- 23 Q. Okay. But at least one Top Knot 24 entity as you understand it is in your name?
  - A. It was -- I'm not sure if it is or it

- 1 only other entity that was in my name was -- I
- 2 had a gym, a small group training facility, in
- 2009. That was probably in my -- I believe it
- was in my name. I'm not a hundred percent sure.
- Ed did the incorporation for me. I ran the gym.
- That is the only other entity that I worked 7 with.
  - Q. Okay. How about Bornganics?
- 9 A. Bornganic is -- yeah. Bornganic -- I started Baby China Products and then I brought
- in -- Ed introduced me to Ryan Bonifacino, who was one of my partners. And he brought in Igor.
- Yeah, they changed the name to Bornganic. 13
- 14 Bornganic LLC, yeah.
- **Q.** Got it. 15

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- A. I don't have any involvement in 16
- 17 Bornganic. I never have. That's what this litigation is about.
- 19 **Q.** Okay. And how about MadeOf LLC?
- A. Yeah, that's theirs. I'm litigating 20
- 21 with MadeOf and Bornganics now.
- 22 Q. Okay. And how about Macallan Partners
- 23 Assets, LLC?
- 24 A. Macallan Partners Assets? I'm not
- 25 sure if that's the car insurance, the entity.

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- 1 was or if it's, you know, in my dad's. The whole point of that was to set something up for my dad. I'm not sure which Top Knot it is, though. I haven't --
- 5 **Q.** Okay.
- 6 A. -- been involved in Top Knot in a 7 while.
- 8 Q. Okay. About how long have you not 9 been involved in Top Knot?
- A. Since two thousand and -- I'm trying to think when Top Knot -- let me think. 2018 or 11 '19. I don't -- actually, I don't know. I don't know when it was changed, so sorry. 13
- 14 **Q**. When you say "changed," what do you 15 mean?
  - **A.** I mean changed as far as if it was in my name and now it's in my dad's, I'm not sure how that was set up. I don't know. I don't know how it was set up. That's --
    - **Q.** Okay. That's fine.
- 21 Okay. And so you listed three 22 entities.
- Are there other inactive entities 23 24 that are in your name?
- - **A.** Inactive entities in my name. The 34

- 1 Yes. I'm not sure. I'm not sure if it's
- Assets. Yes, we had -- Ed used to, years ago,
- build cars. He loved cars. And that's where
- they were insured, in the -- yeah. I think it's
- 5 Assets.

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- 6 Q. Okay. Did you understand that entity 7 to be in your name?
  - **A.** I'm sorry?
  - Q. Did you understand Macallan Partners
- 10 Assets to be in your name?
- 11 A. I believe so, yes. I believe it was in my name.
- 13 Q. Okay. In terms of -- let's focus on
- 14 Baby China. What was the business?
- 15 A. Baby China -- I started Baby China --I started creating products. My children have
- eczema. So I started mixing at home and playing
- with ingredients and I came up with a 18
- 19 formulation that helped my children. And I
- 20 thought it was a great idea to, you know, create
- 21 products, create a brand. And that's basically
- 22 how it got started.
- 23 **Q.** Okay. And approximately from when to
- 24 when did you work on Baby China?
  - A. I started working on Baby China in

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- 1 2015. November. October or November of 2015. 2 By January of two thousand -- late January of 2016, Ed had mentioned to me I should give Ryan Bonifacino a call. He's really good with the 5 online stuff and maybe we could just, you know, see what he has to say. And before you know it, you know, we went into a partnership and then he 7 8 brought in Igor Bekker. So...
- 9 Q. And for how long were you involved 10 with Baby China?

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- A. So 2015/'16. We ended the partnership 12 October of 2016.
  - Q. Okay. And how -- did your husband have a role in Baby China?
- 15 A. No, he didn't have any role -- I mean, 16 he helped me. You know, Ed was going to help me 17 as far as create -- not create the whole brand, but he would give me advice. He looked over all 19 the documents that went between, you know, 20 myself and my partners. And he knew Ryan. So 21 he actually called the manufacturers. He, you 22 know -- he's very good at that stuff, making 23 deals with the manufacturers and trying to do 24 that.

UNIDENTIFIED SPEAKER: Love you.

speak to anyone until I look at some documenta- -- something, you know. And it's more because of a personal 8 reason that I started doing this and got into 9 this. So that's what I do. I do a lot of it. 10 Q. Okay. And so what type of work do you 11 understand your husband to do for Top Knot? 12 **A.** I'm not even sure what he does for Top 13 Knot.

1 for -- for everything. Everything that he

needs. I look at everything from names to

companies to litigation to -- you know, I just

look at everything. He actually doesn't even

- 14 **Q.** Okay. And is that true for both Top Knot, Inc. and Top Knot USA, that you're not sure what he does for either?
- **A.** Yeah. Well, the real estate, we both 17 18 thought it was a great idea to do that and we started -- we got into that 2017 in the 20 Caribbean. We were looking at the real estate. 21 And that's how that whole thing got started, the
- 22 real estate. Ed wanted to do something 23 different. We needed to make a living and
- 24 figure things out and that's how it started. So

25 which company is used for what, I don't know.

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THE WITNESS: Love you. Be careful. Close the door.

**A.** My son. New driver. I get very nervous when he leaves the house.

Q. Okay. And just circling back to -actually, never mind. We'll get to that later. So with respect to Top Knot, Inc.,

what business did Top Knot, Inc. conduct?

- A. Top Knot, Inc., I'm not even sure what -- one was real estate and one was bonds. I don't know which -- which is which, though.
- 12 **Q.** One was real estate and one was bonds. 13 did you say?
- A. Yes. Something -- I think. I'm not a 14 15 hundred percent sure. 16

Q. Okay.

**A.** I'm not involved with Top Knot, so, you know, Ed does the work and I'm not involved with the daily. I do my thing now. I'm up here; he's down there. We have two separate offices.

Q. Got it.

22 23 When you say you do your thing, what 24 is your thing?

**A.** I do all -- I do all the research

Q. Okay. What is V2IP's business?

2 A. V2IP now? I don't think V2IP is doing 3 anything now.

Q. Okay. When did V2IP stop doing anvthing?

6 **A.** I would say it was -- we had the 7 account open. 2016 or '17 was the last time. I'd have to double-check the record, but it's 9 been a while. A few years.

**Q.** Since V2IP did anything?

11 **A.** Yeah, I believe so. It's probably -it's a few years, yes.

Q. Okay. What was the nature of V2IP's business when it was doing things?

15 A. Originally V2IP was a company, it was 16 my company, Voice2IP, back in 2001 or '2 it was

incorporated. I don't remember. And then we changed the name to V2IP either in '15 or '16. 18

19 I'm not a hundred percent sure. I don't have

20 the incorporation papers in front of me. And

21 that's when I was involved with -- it was part

22 of 2016. It wasn't all of 2016. And that's 23 when I helped, you know -- I did the trading

24 for -- out of Scottsdale for V2IP.

25 Q. And so was V2IP essentially a business

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- 1 I don't even remember the deals. If I -- if I saw them, it would maybe -- maybe I'd remember, 3 but I don't even remember. This was 2016.
- Q. Did you -- have you ever placed a 5 securities transaction -- have you ever made a securities transaction on behalf of your husband?
- A. Have I ever made it on behalf of my 9 husband?
- 10 Q. Yes.

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- A. I don't know if it would be on behalf 11 12 of my husband. I -- I think I called Scottsdale 13 twice and, you know, at the time, it was me and 14 Adam in the office.
- 15 Q. Okay. Has your husband ever asked you 16 to execute a stock transaction for him?
- 17 A. No, not that I -- not that I recall, 18 **no**.
- 19 Q. Okay. How did -- and, I'm sorry, 20 what's Adam's last name?
- 21 A. Didia. It's D-I-D-I-A.
- 22 Q. Is he still employed by any of your 23 entities?
- 24 A. No. We don't talk to Adam. We 25 haven't spoken to Adam. It's over a year.

1 their, you know, friends or connections, and that's how the whole project got started, which was very exciting. 4

Q. Got it.

Who were your friends that owned a house there?

- **A.** Who were my friends that owned a house there?
  - Q. Yes.
- 10 A. They -- you know, I really don't want to involve people in things that they don't need 11 to be. You know, I mean, everyone has -- you know, this whole thing has caused problems over the past few years. I'm not sure. 14

THE WITNESS: Paul, do I -- I respect their privacy. And Paul?

MR. RACHMUTH: Yeah, I don't know that you need to -- they have celebrity friends that they don't want to be brought into the press. So let's leave the names out of it if we can. The fact that they had a friend down there that showed them an island, I don't think you need the names of

their friends down there. MS. KING: I'm sorry, I missed the

- Q. Okay. Approximately how much were you placing securities transactions for?
- A. Oh, I don't recall.
- 4 Q. Okay. And since 2016, have you placed 5 any securities trades?
  - A. Since 2016? No, I have not.
  - Q. Have you asked anyone to place a securities trade for you?
  - A. No. For me? No.
- 10 Q. Have you asked anyone to place a 11 securities trades for any entity?
- A. No, none. We haven't -- that was the 12 13 end of it, I would say, 2016. That was -- I
- 14 have to think about the timing. 2016, November.
- 15 I'm trying to think of the bankruptcy. By '17
- 16 we were already, you know, looking to do
- 17 something else. It wasn't until July of 2017
- 18 that we had the Turks and Caicos and fell in
- 19 love with that. We thought it was beautiful and
- 20 saw an opportunity. And we had never done
- 21 anything like that. And I kind of pushed Ed. I
- 22 said, "I think this could be a good -- a good
- 23 thing for us," you know. And he loves
- 24 structuring things. And we had friends who
- 25 owned a house there and they introduced us to

last part of what you said.

MR. RACHMUTH: You already know that they went down to the Caymans and attempted to do business. You don't need the names of the friends that introduced them there.

THE WITNESS: It was Turks and Caicos.

MS. KING: Thank you. I was going to ask --

MR. RACHMUTH: Thank you.

MS. KING: I was going to ask you 12 13 for the clarification.

MR. RACHMUTH: Thank you. I get my islands confused.

MS. KING: I'm not going to get into a debate as to the relevance of the auestion.

- 19 BY MS. KING:
- 20 Q. Can you give me the -- for now, can 21 you just give me the last initial of the male friend's name? 22
- 23 A. The last initial?
- 24 Q. The last -- I'm sorry, let me clarify.

25 Let me -- is one of the friends a man?

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